

WELLPOINT HEALTH NETWORKS INC.
Certificate of Secretary

I, Thomas C. Geiser, Secretary of WellPoint Health Networks Inc., a Delaware corporation (the "Company"), hereby certify in my capacity as an officer of the Company that attached hereto as Exhibit A is a true and complete copy of resolutions of the Board of Directors of the Company duly adopted at a meeting duly called and held on November 19, 2001. Such resolutions remain in full force and effect as of the date hereof, and the Board of Directors has not taken any action that would modify or revise such resolutions.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: December 21, 2001

WELLPOINT HEALTH NETWORKS INC.,
a Delaware corporation

By: _____
Thomas C. Geiser
Secretary

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
WELLPOINT HEALTH NETWORKS INC.
NOVEMBER 19, 2001**

RESOLVED, that it is prudent and in the best interests of WellPoint Health Networks Inc., a Delaware corporation (the "Corporation"), and its stockholders for the Corporation to enter into the Agreement and Plan of Merger, dated as of November 20, 2001 (the "Merger Agreement"), among the Corporation, CareFirst, Inc., a Maryland not-for-profit corporation ("CareFirst") and Congress Acquisition Corp., a Maryland corporation ("Merger Sub"), substantially in the form presented to this board, pursuant to which, among other things, Merger Sub will merge with and into CareFirst (the "Merger") and, in accordance with the terms and conditions of the Merger Agreement, the then-outstanding shares of capital stock of CareFirst (the "CareFirst Common Stock") will be converted into the right to receive the Purchase Price (as defined in the Merger Agreement); and that the Merger Agreement and the transactions contemplated thereby be, and each of them hereby is, in all respects authorized and approved; and that the appropriate officers of the corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation the Merger Agreement with such changes therein and additions or amendments thereto, with any and all ancillary documents, in such form as the officer or officers executing the Merger Agreement or such ancillary documents shall approve, such officers' execution thereof to be conclusive evidence of such approval; and further

RESOLVED, that the Agreements and the transactions contemplated by the Merger Agreement, including the Merger, the Stock Issuance and the Note Issuance (each as defined below), are fair to and in the best interests of the Corporation and its stockholders; and further

RESOLVED, that the issuance (the "Stock Issuance") of such number of shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Corporation, as shall be determined by the proper officers of the Corporation in connection with the transactions contemplated by the Merger Agreement, be, and they hereby are, approved and that the Common Stock be validly issued, fully paid and non-assessable; and further

RESOLVED, that such number of shares of Common Stock shall be reserved, subject to adjustment, for issuance and delivery in connection with the transactions contemplated by the Merger Agreement; and further

RESOLVED, that the issuance (the "Note Issuance") of the subordinated note (the "Subordinated Note"), of the Corporation substantially in the form presented to this board and with a principal amount as is determined by the appropriate officers of the Corporation in accordance with the Merger Agreement is in all respects authorized and approved; and that the appropriate officers of the Corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation the Subordinated Note with such changes therein and additions or amendments thereto and any and all ancillary documents, in such form as the officer or officers executing the Subordinated Note or such ancillary documents shall approve, such officers' execution thereof to be conclusive evidence of such approval; and further

RESOLVED, that the officers of and counsel for the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare and file all such applications and any and all certificates, documents, declarations, letters and other instruments with all appropriate Federal, state, foreign or other governmental authorities necessary, appropriate or desirable for approval of the transactions contemplated by the Agreements, including the Merger, with full power and authority by such officers and counsel to take any and all such action as may be necessary or advisable in their judgment to obtain such approvals; and further

RESOLVED, that the executive officers of the Corporation are each hereby authorized, in the name and on behalf of the Corporation, to make a supplemental application to the New York Stock Exchange for the listing thereon of the Common Stock to be issued in connection with the Stock Issuance and that each such officer, or such other persons as such officer may designate in writing, is authorized to appear before any official or officials or before any body of any such exchange, and to execute and deliver any and all papers and agreements, specifically including, without limitation, indemnity agreements for the benefit of any such exchange relating to the use of facsimile signatures, and to do any and all things which may be necessary to effect such listing; and further

RESOLVED, that, if the conditions set forth in the Merger Agreement shall have been fulfilled or waived the appropriate officers of the Corporation be, and each of them hereby is, authorized to consummate the Merger in accordance with the Merger Agreement, and in connection therewith, to cause Merger Sub to execute and file all documents and instruments in the name of Merger Sub (under corporate seal or otherwise), as they shall deem necessary or desirable, including without limitation, the filing of Articles of Merger or other appropriate documents in accordance with the relevant provisions of applicable law, in order to effectuate the Merger pursuant to the Merger Agreement; and further

RESOLVED, that the engagement of Banc of America Securities as financial advisors to the Corporation and for purposes of providing a fairness opinion typical for transactions of this type relating to the Merger Agreement and the transactions contemplated thereby is hereby confirmed and ratified in all respects; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take, or cause to be taken, all actions, to make, or cause to be made, all filings and deeds, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Corporation or otherwise and to pay all charges, fees, taxes and other expenses, from time to time as each such officer may deem necessary, desirable or appropriate to provide for the consummation of the transactions contemplated by the Agreements and to effectuate and accomplish the purpose and intent of the foregoing resolutions, and the actions heretofore taken and to be taken by any officer in that connection are hereby ratified, confirmed and approved in all respects, and further

RESOLVED, that, for purposes of carrying out the foregoing resolutions, any person authorized to execute any document or take or cause to be taken any action on behalf of the Corporation is authorized to grant, execute and deliver a power of attorney, individually or in the

name and on behalf of the Corporation, to any other person, whether or not an employee of the Corporation, as the person executing the power of attorney may deem appropriate, and any action taken by any such duly authorized person pursuant to and within the scope of any such power of attorney is hereby ratified and confirmed as the act and deed of the Corporation; and further

RESOLVED, that the Secretary and the Assistant Secretary of the Corporation be, and each of them hereby is, authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Secretary or Assistant Secretary, a true copy of the foregoing resolution.